



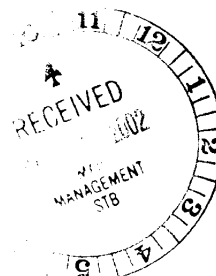
Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

14, March 2002

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. **23912** FILED

MAR 21 '02 3-07 PM
TS
SURFACE TRANSPORTATION BOARD



Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Locomotive Equipment Lease Agreement dated as of January 23, 2002 between the following parties:

Lessee: Dynegy Midstream Services Limited Partnership
 1000 Louisiana Street, Suite 5800
 Houston, TX 77346

Lessor: Joseph Transportation Services, Inc.
 300 Pike Street
 Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease Agreement dated January 23, 2002 related to one (1) locomotive bearing reporting mark JTPX 1216.

Please file this agreement as a primary document. A check in the amount of \$28.00, check #18417, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki
Documentation Assistant

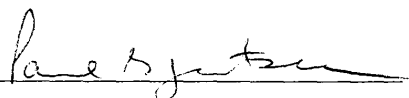
Enclosures

**MEMORANDUM OF
LOCOMOTIVE EQUIPMENT LEASE**

This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 23rd day of January 2002, is intended to evidence the lease dated as of January 23, 2002 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **DYNEGY MIDSTREAM SERVICES LIMITED PARTNERSHIP**, a Delaware limited partnership ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one (1) locomotive described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor the locomotive at the rental and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due company authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

By: 

Name: Paul G. Jantsch

Title: President

Date: January 23, 2002

**DYNEGY MIDSTREAM SERVICES
LIMITED PARTNERSHIP**

By: 

Name: Hunter Battle

Title: Vice President

Date: 2-14-02

RECORDATION NO. 23912 FILED

MAR 21 '02 3:07 PM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO

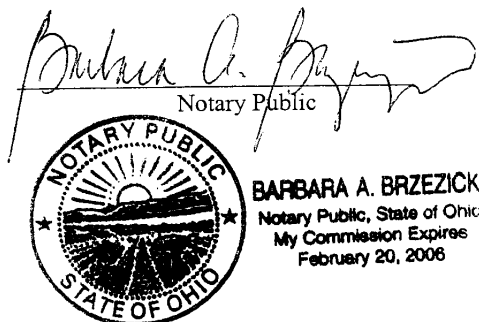
COUNTY OF HAMILTON

)
) SS:
)

The foregoing instrument was acknowledged before me this 23rd day of January 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006



STATE OF TEXAS

COUNTY OF HARRIS

)
) SS:
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The foregoing instrument was acknowledged before me this 14 day of February 2002, by Hunter Battle, the Vice President of Dynegy Midstream Services Limited Partnership, on behalf of the partnership.

My Commission expires:

2/12/06

Anita Barrera
Notary Public

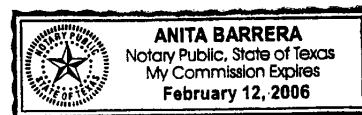
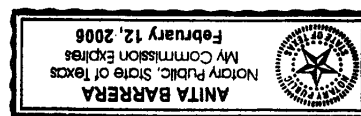


EXHIBIT A

To the Memorandum of Lease dated January 23, 2002, between Joseph Transportation Services, Inc. and
Dynergy Midstream Services Limited Partnership

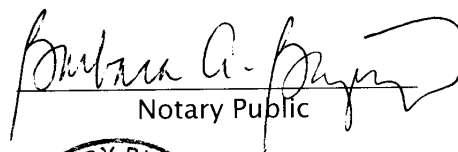
DESCRIPTION OF UNIT

One (1) locomotive bearing reporting marks as follows:

JTPX 1216

CERTIFICATE

The undersigned, Barbara A. Brzezicki, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

RECORDATION NO. _____ FILED

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SURFACE TRANSPORTATION BOARD